

796000026259

BLEDSON, SCHMIDT & LIPPES, P.A.  
ATTORNEYS AT LAW

JAMES A. BLEDSOE, JR.  
TERRANCE F. SCHMIDT  
HAROLD S. LIPPES

SUITE 1818 RIVERPLACE TOWER  
1301 RIVERPLACE BOULEVARD  
JACKSONVILLE, FLORIDA 32207  
(904) 398-1818  
TELECOMMUNICATIONS 398-7073

STEPHEN K. MOONLY  
CHERYL A. ROBERSON

March 18, 1996

200001751272  
-03/20/96--01087--004  
\*\*\*\*131.25 \*\*\*\*131.25

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Diamond Educational Productions, Inc.

Dear Sir or Madam:

Enclosed is an original and two (2) copies of the articles of incorporation and a check in the amount of \$131.25. This check will cover a filing fee, certified copy and certificate.

Thank you for your assistance with this matter.

Very truly yours,

*Harold S. Lippes*  
Harold S. Lippes

HSL/ccv  
Enclosures

21003.1

MAR 25 1996

FILED  
96 MAR 20 PM 4:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
Diamond Educational Productions, Inc.

FILED  
96 MAR 20 PM 4:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

Name

The name of the corporation is Diamond Educational Productions, Inc.

Article II

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are filed by the Secretary of State.

Article III

Nature of Business

This purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida. Its primary focus is production of educational videos.

Article IV

Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$.01 per share.

(b) Preemptive Rights. Shareholders shall have preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

## Article V

### Initial Registered Office and Agent

The street address of the registered office of this corporation is 208 Sea Island Drive, Ponte Vedra Beach, Florida 32082. The registered agent of this corporation is Harold S. Lippen, Esquire, 1301 Riverplace Boulevard., Suite 1818, Jacksonville, Florida 32207.

## Article VI

### Directors

(a) Number. This corporation shall have two director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Ellen Diamond President/Director	208 Sea Island Drive Ponte Vedra Beach, FL
Stevan Clements Vice President/Director	208 Sea Island Drive Ponte Vedra Beach, FL

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## Article VII

### Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws may be adopted, altered, amended or

repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII

Incorporator

The name and street address of the incorporator of this corporation is:

Harold S. Lippes  
1301 Riverplace Blvd., Suite 1818  
Jacksonville, Florida 32207

Article IX

Amendment

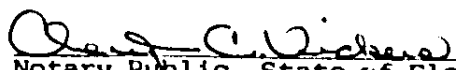
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 19th day of March, 1996.

  
\_\_\_\_\_  
Harold S. Lippes

STATE OF FLORIDA )  
COUNTY OF DUVAL )

The foregoing instrument was acknowledged before me this 19th day of March, 1996, by Harold S. Lippes.

  
\_\_\_\_\_  
Notary Public, State of Florida  
at Large  
My Commission expires:



CHERYL C. VICKERS  
MY COMMISSION # CC417726 EXPIRES  
November 7, 1998  
BONDED THROUGH THE INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED  
FOR

Diamond Educational Productions, Inc.

In compliance with Section 48.091, Florida Statutes, the  
following is submitted:

Diamond Educational Productions, Inc., (a corporation), desiring to  
organize or qualify under the laws of the State of Florida with its  
registered office, as indicated in the Articles of Incorporation,  
has designated the following registered agent and registered office  
to accept service of process within Florida:

Harold S. Lippes  
1301 Riverplace Blvd., Suite 181  
Jacksonville, Florida 32207

  
Harold S. Lippes

FILED  
5 MAR 20 PM 4:41  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

Dated: March 18th, 1996.

Acknowledgment

Having been named to accept service of process for the  
above stated Corporation, at the place designated in this Certifi-  
cate, I hereby agree to act in this capacity, and I further agree  
to comply with the provisions of all statutes relative to the  
proper and complete performance of my duties.

  
Harold S. Lippes